

Bylaws, Rotary Club of Dubois County, Indiana Amended and Restated

Adopted June 29, 2023

These Amended and Restated Bylaws of the Rotary Club of Dubois County supersede, amend and restate in their entirety the Bylaws of this Club dated February 2, 2023 ("Previous Bylaws").

Pursuant to Article 16 of the Previous Bylaws, the Board of Directors has approved the adoption of these Amended and Restated Bylaws at a combined regular meeting of the Rotary Club of Dubois County on Thursday, June 29, 2023, a quorum being present, and the members present voted unanimously to adopt these Amended and Restated Bylaws.

Club bylaws supplement the Standard Rotary Club Constitution (as released in June 2022 by Rotary International and adopted by the Rotary Club of Dubois County on February 2, 2023) with common club practices. The bylaws in this document once adopted are binding for the members of the club.

Article I Definitions

1. Board The Board of Directors of this Club.
2. Director A member of this Club's Board of Directors.
3. Club Member A person of this Club whose membership dues are paid in full.
4. Quorum One-third of the Club membership for Club Decisions; a majority of Directors for Club Board Decisions.
5. RI Rotary International.
6. Year The 12-month period that begins on 1 July.
7. DACDB District and Club Database: official storage for electronic Club files.

Article II -- Board of Directors

The governing body of this Club is its Board of Directors, consisting of a maximum of thirteen members, and at a minimum, the President, immediate Past President, President-Elect (or President Nominee, if no President Elect is selected), Secretary, Treasurer and Sergeant at Arms. At the discretion of the board, also added can be seven directors elected in accordance with Article IV Section 8. These Directors are voting members of the Board.

Five Directors are assigned duties by the Board in accordance with the Rotary Five Avenues of Service: Club Service, Vocational Service, Community Service, International Service, and Youth Service. A sixth Director responsible for membership and a seventh Director responsible for public relations will also serve on the Board. In addition to the President Elect, the President Nominee may also serve as a Board member.

Article III -- Elections and Terms of Office

Section 1 -- At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask the President- Elect to submit a slate of nominations for President- Elect, Secretary, Treasurer, President-Nominee, and any open Director positions(s). Nominations may be presented by a nominating committee, by members from the floor, or both. If it is determined to use a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting.

Section 2 -- The candidate for each office or Board position receiving a majority of the votes shall be declared elected to that office or Board opening. The President-Elect in such balloting shall serve as a member of the Board as President-elect for the year commencing on the first day of July next following the election and shall assume office as President on the first day of July immediately following the year of service on the Board as President- elect. The President-Nominee shall take the title of President-Elect on 1 July in the year prior to taking office as president.

Section 3 – The candidate who receives a majority of the votes for each office is declared elected to that respective office, or as a director. Together with the immediate Past President, this shall constitute the Board. Within one week after their election, the Directors-Elect will meet and elect some member of the club to act as Sergeant-at-Arms.

Section 4 -- A vacancy in the Board or any office shall be filled by action of the remaining members of the Board.

Section 5- A vacancy in the position of any officer-elect or director-elect shall be filled by the remaining members of the Board-elect.

Section 6 – The term of office for each officer is one year, coinciding with the Rotary Year of July 1 through June 30 of the following year. The term of office for each director is two years, running July 1 through June 30, two years after their installation as a Director. An effort should be made for the Treasurer and Secretary to leave their terms in staggered years.

Article IV Duties of Officers and Board Directors

Section 1 – President. It shall be the duty of the President to preside at meetings of the Club and Board. The President also performs other duties as written in the current Club President Manual.

Section 2 -- President-Elect. It shall be the duty of the President-Elect to prepare for their year in office and to serve as a member of the Board. The president-Elect also preforms other duties as written in the current Club President Manual, under the heading of President-Elect. The president elect presides at club and board meetings when the president is absent.

Section 3 -- Immediate Past President. It shall be the duty of the Immediate Past President to serve as a Board Director, and performing such other duties as required by the President. The immediate past president serves as the Club's grievance officer.

Section 4 -- Secretary. It shall be the duty of the Secretary to: Maintain the records of membership including active, honorary, corporate and associate members, and record and report all changes to membership; To send out notices of Club, Board, Annual, and Committee meetings; To record and preserve the minutes of such meetings; To provide semi-annual dues invoices; Report as required to RI the semiannual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period; To be thoroughly familiar with Rotary and Club Constitutions and Bylaws, noting any Policy changes monthly in DACDB; To perform such other duties as contained in the Secretary's Manual.

Section 6 -- Treasurer. It shall be the duty of the Treasurer to have custody of all funds,

ensuring that all collected funds and expenses are accurately documented; To manage and track incoming and outgoing funds including dues payments, donations, money raised from Club activities; To collect and submit dues and fees; To report on the state of the Club's finances at monthly Board meetings or at any other time determined by the Board; Ensure tax filings are made; To assist the Board in developing a budget; To perform such other duties as contained in the Club Treasurer's Manual. Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts, or any other Club property.

Section 7 -- Sergeant-at-Arms. The Sergeant at Arms shall be responsible for readiness of each Club meeting, its location and set-up, including but not limited to hanging Rotary banners and providing member nametags. The Sergeant at Arms maintains order and is time keeper at Club meetings; advises Club officers of concerns noted at meetings; reports financial information to the Treasurer following each Club meeting; and returns the meeting room to order after the meeting. They shall perform such other duties as may be prescribed by the President or Board.

Section 8 – Board Director. A Director shall attend Club and Board meetings, serve as Chair of the Permanent Committees, and perform additional duties as assigned by the Board. Duties may include taking leadership of certain Standing Committees represented on the Board and reporting monthly to the Board on significant activities of those committees and sub-committees. Each Board Director is responsible for being familiar with the Rotary Constitution and Rotary Bylaws as well as the Constitution and Bylaws of the Rotary Club of Jasper.

Article V Meetings

Section 1 -- Annual Meeting. An Annual meeting of this Club shall be held in December, but no later than December 31 in each year, at which time the election of Directors and Officers to serve for the ensuing year shall take place.

Section 2 --Regular Weekly Meetings. The regular weekly meetings of this club shall be held on Thursdays from 11:45 AM to 12:45 PM. Reasonable notice of any changes in or canceling of the regular meeting shall be given to all Club members. One third of the Club members shall constitute a quorum at the annual and regular meetings of the Club.

Section 3 -- Board meetings are held monthly, day and time as decided by the President and Board Members. Special meetings of the Board may be called by the President whenever deemed necessary, or upon the request of two (2) Directors, due notice having been given. Due notice shall be mail or by e-mail. All Club members may attend meetings of the Board. A majority of Officers and Directors shall constitute a quorum of the board.

Article VI Fees and Dues

Section 1 – Admission Fee. The admission fee as established by the Board shall be paid before the applicant can qualify as a member. Pro-rata membership dues of Rotary International, the District and the Club shall be paid along with the Admission fee.

Section 2 – Membership Dues. The Membership dues shall be payable semiannually on the first day of July and January. Membership dues are payable within 30 days after billing and become delinquent 10 days thereafter. The payment of per capita dues to RI and to the District shall be made on July 1st and January 1st of each year on the basis of the membership of the Club on those dates. RI per capita dues, District per capita dues, annual Club per capita dues and any other Rotary, District or Club per capita assessment is included in the dues, as is a subscription to The Rotarian Magazine.

Section 3 --The membership dues shall be determined prior to each Rotary year by the Board-Elect. Any changes in the dues structure is considered a Club Policy and will be duly recorded and filed in DACDB.

Article VII Method of Voting

Section 1 -- The business of this club shall be transacted by voice vote or show of hands except the election of officers and directors, which shall be by ballot. The Board may provide a ballot for a vote on a specific resolution. Motions made and approved will be duly noted in the meeting minutes and noted in the Policy Manual on DACDB.

Article VIII Committees – Types, Leadership, Function and Budgets

Section 1 – Permanent Committees. The Club shall maintain the following Permanent Committees, collectively known as the *Avenues of Service*, which are the philosophical and practical framework for the work of this Rotary Club. This club will be active in each of the five Avenues of Service:

- Club Service Committee
- Vocational Service Committee
- Community Service Committee
- International Service Committee
- Youth Services Committee

Section 2 – Club Standing Committees. The Club may maintain the following Standing Committees:

- Membership
- Public Relations
- Club Administration
- Service Projects
- RI Foundation; Rotary Endowment in Dubois County Community Foundation

Section 3 - Temporary Subcommittees. The Board may also create temporary subcommittees to assist any of the permanent or special committees as deemed necessary. Any reference to a Committee herein shall be deemed to also refer to a subcommittee of the Club.

Section 4 – Functions of the Committees. The Club committees coordinate their efforts in order to achieve the annual and long-range goals of the Club. The President-elect, President, and Immediate Past President should work together to ensure continuity of leadership and succession planning.

When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of their year in office. It is recommended that the committee chairs have previous experience as a member of the committee.

Each committee shall not take any action inconsistent with Club policies. Each committee shall report to the Board no less than monthly. This may be done through the Director charged with overseeing that Area of Service, or by written report.

Section 5 – Committee Budgets and Funding. It is the responsibility of the Board to ensure that each Avenue of Service Committee receives adequate operating funds. Each Avenue of Service committee shall submit its proposed activities and anticipated budget to the Board when requested by the President. The Board must approve the proposed budget of each committee prior to commitment to any expenditure except in unusual circumstances. Each committee shall transact its yearly operations consistent with its approved budget and shall not take any action inconsistent with its budget. Avenue of Service projects shall be funded by submitting a check request, approved by the responsible Board member, to the Treasurer for approved budget items.

Section 6 – Leadership and Membership of Club Committees. All committees of the Club are vital to the successful operation of the Club, and as such require excellent and consistent leadership.

- a. Each Avenue of Service committee shall be chaired by the Director representing that Avenue of Service.
- b. Each committee shall develop and implement all activities and projects within their Avenue of Service, as is delegated to it in these bylaws and such additional business as may be referred to it by the President or the Board. Except where special authority is given by the board, such committee shall not take action until an activity report has been made and approved by the Board. With Board approval, a committee of one person may be allowed.
- c. Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the Board on all committee activities.
- d. Sharing of leadership in each committee is to be encouraged, but not required. Doing so is one of the best training grounds for future leaders of our Club.
- e. The President shall be an *ex officio* member of all committees and, as such, shall have all the privileges of membership thereon, but shall not have any control over the committee unless she/he is the Chairperson or co-chair of such committee.

Section 7 – Special Chairpersons. The President may appoint Special Chairpersons to various functions that are vital to the Club in addition to or in lieu of a committee.

Section 8 – Restriction on Grants. Unless approved by the Board, Avenue of Service committees shall not act on a major expenditure or involvement of the Club in a major project, including District and Global Grants.

Article IX Duties of Committees, Roles and Responsibilities

The duties of all committee shall be established and reviewed by the President for his or her year. In declaring the duties of each, the President shall reference to appropriate RI materials. Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each Rotary year for implementation during the course of the year. It shall be the primary responsibility of the President-Elect to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals, and plans for presentation to the Board in advance of the commencement of the year as noted above.

Section 1 – Club Service Committee. Club Service involves action a member should take within the Club to help it function successfully. Club Services may perform the following functions:

- a. Prepare and arrange programs of regular and special meetings of the club
- b. Promote fellowship through organized Rotary events, social activities and other functions as directed by the President.
- c. Ensure that the Rotary Constitution and Club Bylaws are reviewed annually by the Club membership.
- d. Maintain the Club Long Range and Annual Plans of Work.
- e. Schedule Club Assemblies for planning sessions as needed to update the plans.

Section 2 – Vocational Service Committee. Vocational Service is responsible for implementing vocational projects, to promote high ethical standards in businesses and professions, recognize the worthiness of all dignified occupations, and foster the ideal of service in the pursuit of all vocations. The role of members includes conducting themselves and their businesses in accordance with Rotary's principles. Inherent in the Vocational Service ideal are:

- a. Adherence to and promotion of the highest ethical standards in all occupations;
- b. Recognition of the worthiness to society of all useful occupations
- c. Contribution of one's vocational talents to the problems and needs of society.

Activities of the Vocational Service Committee are intended to strengthen the emphasis on vocation and classification in new member recruitment, emphasize vocation in Club activities, create stronger emphasis on business networking with integrity as a means of attracting and mentoring the new and younger members, as well as emphasize the connection between the four-way test in business and professions.

Section 3 – Community Service Committee. Community Service undertakes projects and activities for Club participation that will improve life within this Club's locality. This committee encourages and fosters the application of the ideal of service to the personal, business and community life of every Rotarian. As Rotarians, we all recognize that Community Service is an opportunity for every Rotarian to exemplify "Service Above Self."

Section 4 – International Service Committee. International Service develops and implements educational, humanitarian and vocational projects that address the needs of its community and communities in other countries for the purpose of advancing international understanding, goodwill, and peace. By fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, and problems, and through correspondence, volunteerism and cooperation in all Club activities and projects designed to help people in other lands, members serve Rotary on a global basis.

Section 5 – Youth Service Committee. Youth Service recognizes the positive change implemented by youth and young adults through leadership, development activities, involvement in community and international service projects, and exchange programs that enrich and foster world peace and cultural understanding. Members of this committee take responsible roles in guiding Youth Service programs in our community schools, that may include Interact, Rotaract, Rotary Youth Leadership Awards (RYLA), the 4-Way Speech Contest, Rotary Youth Exchange, and scholarships for deserving students.

Section 6 – Club Standing Committees Club committees are charged with carrying out the current and annual long-range goals of the Club. Separate from, and in addition to the Avenue of Service Committees identified in Sections 1 through 5 of this Article IX, there shall be at least five committees each chaired by a Board Director or assigned by the President:

- a. Membership:** The Board member responsible for membership shall assemble a membership committee to develop and implement a comprehensive plan for the recruitment and retention of members in accordance with District goals; educate Club members on the importance of recruitment and retention of members; conduct an annual classification survey to achieve a balanced and diversified membership; develop a membership action plan to improve member satisfaction that involves surveying members and initiating changes in response to their feedback to ensure that the Club remains relevant to its members. Typical activities include recruiting potential members, greeting and maintaining communication with potential members, assembling prospective and new member packets, managing the new member application and induction process, following new members through their first year as a member, hosting social events to introduce prospective and new members to Rotary and our Club leaders and activities.
- b. Public Relations:** The Board member responsible for public relations shall assemble a public relations committee. This committee shall develop and implement plans to provide the public and Club members with information about Rotary and to promote the Club's service projects and activities. It supports membership by developing and maintaining a positive image of the Club within the community and improves retention of existing members through positive Club public relations. Typical activities include entering current Club news on the Club webpage, releasing a weekly newsletter (if appropriate) and in social media; providing timely articles to local media that will promote membership in the Club; working with the event chair for each fundraising activity, participating in event committees, and encouraging public relations efforts from all Club members.
- c. The RI Foundation; Endowment in Community Foundation:** This committee carries out the Club's goals for support of The Rotary Foundation. It shall assess the current state of the Club's Foundation efforts and help set current goals, developing an action plan to achieve these goals by educating Club members about both Foundations, encouraging and facilitating participation in Foundation grants and activities to ensure full Club participation. Typical activities include encouraging Paul Harris Fellow status by all Club members, making presentations regarding Foundation activities and encouraging participation in Foundation events at the District level. The Rotary Foundation chairperson shall ensure proper stewardship of Foundation Grant funds.

d. The Service Project Committee will assist the Avenues of Vocational Service, Community Service and International Service when developing plans for the year.

Article X Finances

Section 1 – Budget. Prior to the beginning of each fiscal year the Board shall prepare or cause to be prepared a budget of estimated income and expenditures for the year, which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board. Each Area of Service Director should work with the President to ensure fair and equitable distribution of the club's annual budget to each Area of Service. The budget shall be divided into two separate parts: one in respect of club operations and one in respect of charitable / service operations.

Section 2 – Approved Depository. The Treasurer shall deposit all funds of the Club in a federally insured financial institution designated by the Board. The Treasurer will maintain two accounts, one for club operations and one for service projects.

Section 3 – Bill Payments. All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers/directors.

Section 4 – Account Reviews. A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 5 - Club members shall receive an annual financial statement of the club. A midyear financial report, with current and previous year income and expenses, is presented at the annual meeting.

Section 6 – Fiscal Year. The fiscal year of this Club shall extend from 1 July to 30 June.

Article XI Method of Electing Members

Section 1 – Prospective member. The name of a prospective or returning member shall be submitted to the Board in writing, using the Club's application form and completed in full. A transferring member of another Rotary club may be proposed to active membership with submission of a recommendation from their current Rotary Club. The proposal for any new or returning member shall be kept confidential except as otherwise provided in this procedure. Prospective members must attend three meetings as a guest of a member. Former or transferring members are recommended to attend three meetings prior to official board vote on membership.

Section 2 – Qualification of Prospective Members. The Board shall ensure that the proposed new, former, or transferring member meets membership requirements of the standard Rotary Club Constitution.

Section 3 – Board Approval. The Board shall approve or disapprove the membership proposal within 30 days of its submission and shall notify the proposer through the Club Secretary of its decision.

Section 4 – Education of Prospective Member. If the decision of the Board is favorable, the prospective member shall be invited to meet with the Membership Director and shall be informed on the purpose of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal

form and to permit his or her name and proposed classification to be published to the Club.

Section 5 – Objections and Publication regarding Prospective Member. If no written objection to the prospective, returning, or transfer member, is received by the Board from any member (other than honorary) of the Club within seven (7) days following publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership) as prescribed in these Bylaws, shall be considered to be elected to membership.

If any such objection has been filed with the Board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not a transferring Rotarian or previous member of this Club), shall be considered to be elected to membership.

Section 6 – Induction of Prospective Member. Following the election and provided the prospective member has paid the required application fee and pro-rated Club dues and fees, the President shall arrange for the member’s induction. The Club Secretary shall then report the new member information to RI. The Membership Director or President will assign a member to assist with the new member’s assimilation into the Club, as well as assign the new member to a club project or function.

Section 7 – Honorary members. The Club may elect, in accordance with the standard Rotary Club Constitution, honorary members proposed by the Board.

Article XII Resolutions

No resolution or motion to commit this Club on any matter shall be considered by the Club until it has been considered by the Board. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without discussion.

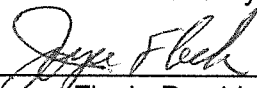
Article XIII Club Policies

The Board may from time to time and as often as necessary, adopt and amend written policies (“Club Policies”) to provide additional detail on the implementation of any Club functions as specified in these Bylaws, provided that such Club Policies are not inconsistent with these Bylaws or the Standard Rotary Club Constitution. Policy changes will be made at meetings of the Board, and written notice must be sent to each Club member at least twenty-one (21) days prior to the policy change.

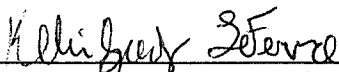
Article XIV Amendments

These Bylaws may be amended at any regular Board meeting. Changing the Club bylaws requires that written notice be sent to each member at least twenty-one (21) days before such meeting, that a quorum be present for the vote, and that two-thirds of the votes support the change(s).

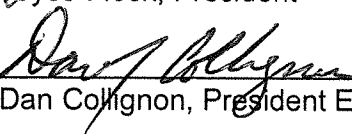
Changes to these Bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.



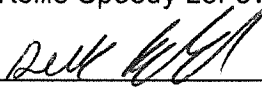
Joyce Fleck, President



Kellie Speedy LeFevre, Secretary



Dan Collignon, President Elect



Derek Budd, Treasurer